DECLARATION AND POWER OF ATTORNEY #3

As a below named inventor, I hereby declare that: my residence, post office address and citizenship are as stated below next to my name; I believe I am the original, first, and sole inventor (if only one name is listed below) or an original, first, and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled: SUBSCRIBER MANAGEMENT SYSTEM, the specification of which  is attached and/or  was filed on \_\_\_\_\_ as United States Application Serial No. \_\_\_\_\_ or PCT International Application No. \_\_\_\_\_ and was amended on \_\_\_\_\_ (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above. I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. 119(a)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate or 365(a) of any PCT international application(s) designating at least one country other than the United States, listed below and have also identified below, any foreign application(s) for patent or inventor's certificate, or any PCT International application(s) having a filing date before that of the application(s) of which priority is claimed:

Country	Application Number	Date of Filing	Priority Claimed Under 35 U.S.C. 119
			<input type="checkbox"/> YES <input type="checkbox"/> NO
			<input type="checkbox"/> YES <input type="checkbox"/> NO

I hereby claim the benefit under 35 U.S.C. 119(e) of any United States provisional application(s) listed below:

Application Number	Date of Filing
60/280,664	March 30, 2001

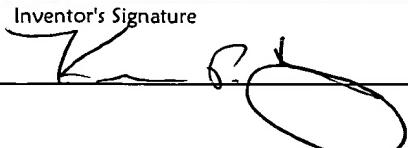
I hereby claim the benefit under 35 U.S.C. 120 of any United States application(s) or 365(c) of any PCT International application(s) designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application(s) in the manner provided by the first paragraph of 35 U.S.C. 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR 1.56 which became available between the filing date of the prior application(s) and the national or PCT International filing date of this application:

Application Number	Date of Filing	Status (Patented, Pending, Abandoned)

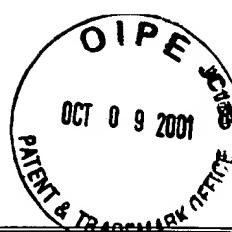
I hereby appoint the following attorney and/or agent(s) to prosecute this application and transact all business in the Patent and Trademark Office connected therewith: Carlton C. Butts, Reg. No. 39,126 of Intertainer, Inc., and MARTIN & FERRARO LLP, Thomas H. Martin, Registration No. 34,383; Amedeo F. Ferraro, Registration No. 37,129; and Todd M. Martin, Registration No. 42,844. Please address all correspondence to:

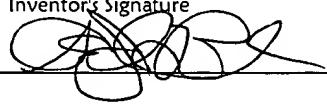
Customer No. 22882  
 MARTIN & FERRARO LLP  
 14500 Avion Parkway, Suite 300  
 Chantilly, Virginia 20151-1101  
 Telephone No. (703) 679-9300.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full Name of First Inventor Kevin P. Headings	Inventor's Signature 	Date 7/31/01
Residence Hermosa Beach, California		Citizenship USA
Post Office Address 26 4th Street, Hermosa Beach, California 90254		

Listing of Inventors Continued on Page 2 hereof. Yes 9 No



Full Name of Second Inventor Justin W. Heymanson	Inventor's Signature 	Date 7/31/2001
Residence Marina Del Rey, California		Citizenship Australia
Post Office Address 14016 Bora Bora Way, #G309, Marina Del Rey, California 90292		
Full Name of Third Inventor Samuel J. Beckman	Inventor's Signature 	Date 7-30-01
Residence Thousand Oaks, California		Citizenship USA
Post Office Address 2928 Venezia Lane, Thousand Oaks, California 91362		